

Exhibit A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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: **Chapter 11 Case No.**
: **09-50026 (REG)**
: **(Jointly Administered)**
: **Debtors.**
: **(Jointly Administered)**
: **(Jointly Administered)**
: **(Jointly Administered)**
-----X

**ORDER APPROVING MOTION PURSUANT TO
BANKRUPTCY RULE 3003 AND SECTION 105(a) OF THE BANKRUPTCY
CODE FOR AN ORDER DISALLOWING CERTAIN LATE FILED CLAIMS**

Upon consideration of the motion (the “**Motion**”) filed by Motors Liquidation Company GUC Trust (the “**GUC Trust**”), formed by the above-captioned debtors (collectively, the “**Debtors**”) in connection with the Debtors’ Second Amended Joint Chapter 11 Plan dated March 18, 2011, pursuant to section 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3003 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order disallowing certain proofs of claim filed on or after the date hereof; and the Court having reviewed the Motion; and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157, (b) this is a core proceeding pursuant to 26 U.S.C. § 157(b), (c) venue being proper before this Court pursuant to 26 U.S.C. §§ 1408 and 1409, and (d) notice of the Motion was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion establish grounds for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Motion is granted; and it is further

ORDERED that, all claims filed against the Debtors on or after the date of entry of this Order shall be deemed disallowed (each, a “**Late Claim**”), except any Late Claim (i) which

amends a timely filed claim, (ii) which is filed with the written consent of the GUC Trust, or (iii) as to which this Court has entered an order deeming such Late Claim timely filed; and it is further

ORDERED that nothing in this Order shall prevent any claimant submitting a Late Claim from filing a motion with the Court seeking to have its Late Claim deemed timely filed; and it is further

ORDERED that, within ten (10) business days of receipt by the GUC Trust of notice that a Late Claim has been filed, the GUC Trust shall send the person which filed such Late Claim a copy of this Order; and it is further

ORDERED that this Court shall retain any jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: February 8, 2012
New York, New York

s/ Robert E. Gerber
United States Bankruptcy Judge